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RECORDATION NO. 17038-C, D, E FILED
MAY 27 '97 2-15 PM

OF COUNSEL
URBAN A. LESTER

MAY 27 2 12 PM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

May 27, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: GATC Trust No. 90-1

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are five (5) copies of each of the following secondary documents, all dated April 25, 1997: (1) Lease Supplement No. 3, (2) Supplement No. 2 to Security Agreement, and (3) Bill of Sale and Partial Release.

The enclosed documents relate to the Equipment Lease Agreement (GATC Trust No. 90-1) and secondary documents related thereto which were previously filed with the Commission under Recordation Number 17038.

The names and addresses of the parties to the enclosed documents are:

Lease Supplement No. 3

Lessor: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Lessee: General American Transportation Corporation
500 West Monroe Street
Chicago, Illinois 60661

Mr. Vernon A. Williams
May 27, 1997
Page 2

Supplement No. 2 to Security Agreement
and Bill of Sale and Partial Release

Owner Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Indenture Trustee: Harris Trust and Savings Bank
PO Box 755
Chicago, Illinois 60690

A description of the railroad equipment covered by the enclosed documents is:

railcar designated as GATX 56764 is deleted from, and railcar GATX
23312 is added to, the Lease and Security Agreement.

Also enclosed is a check in the amount of \$72.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

MAY 27 '97

2-15 PM

**LEASE SUPPLEMENT NO. 3
(GATC Trust No 90-1)**

This Lease Supplement No. 3, dated as of April 25, 1997 between Wilmington Trust Company, not in its individual capacity but solely as Owner Trustee under the Trust Agreement ("Lessor"), and General American Transportation Corporation, a New York corporation ("Lessee");

Witnesseth:

The Lessor and the Lessee have heretofore entered into that certain Equipment Lease (GATC Trust No. 90-1) dated as of September 28, 1990 (the "Lease"). The terms used herein are used with the meanings specified in the Lease.

The Lease provides for the execution and delivery of a Lease Supplement substantially in the form hereof for, among other things, the purpose of particularly describing the Items of Equipment to be leased to the Lessee in substitution for damaged or destroyed Items of Equipment previously leased to Lessee.

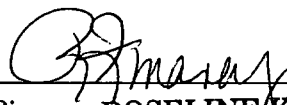
Now, therefore, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, the Lessor and the Lessee hereby agree as follows:

1. Lessor hereby delivers and leases to Lessee, and Lessee hereby accepts and leases from Lessor, under the Lease as herein supplemented, the Items of Equipment described in Schedule 1 hereto.
2. All of the terms and provisions of the Lease are hereby incorporated by reference in this Lease Supplement to the same extent as if fully set forth herein.
3. To the extent that this Lease Supplement constitutes chattel paper (as each term is defined in the Uniform Commercial Code) no security interest in this Lease Supplement may be created through the transfer or possession of any counterpart hereof other than the counterpart bearing the receipt therefor executed by the Indenture Trustee for the signature page hereof, which counterpart shall constitute the only "original" hereof for purposes of the Uniform Commercial Code.
4. This Lease Supplement shall be construed in accordance with the laws of the State of Illinois, without regard to principles of conflicts of law *provided, however*, that the parties shall be entitled to all rights conferred by any applicable Federal statute, rule or regulation.

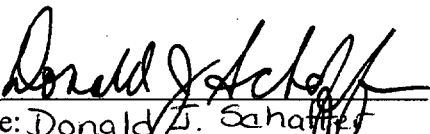
5. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

Wilmington Trust Company,
not in its individual capacity but solely as Owner Trustee


By: 
Name: ROSELINE K. MANEY
Title: Financial Services Officer

General American Transportation Corporation

By: 
Name: Donald J. Schaff
Title: VP Finance & CFO

State of Delaware)
) SS
County of New Castle)

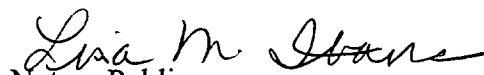
On this 13 day of May, 1997 before me personally appeared ROSELINE K. MANEY, to me personally known, who being by me duly sworn, say that he is ~~Financial Services Officer~~ of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public **BETTY A. SIERACKI**
NOTARY PUBLIC
[Notarial Seal] My commission expires August 9, 1998

My commission expires:

State of Illinois)
) SS
County of Cook)

On this 30th day of April, 1997 before me personally appeared Donald J. Schafer to me personally known, who being by me duly sworn, say that he is VP, Finance DEPT of General American Transportation Corporation, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

[Notarial Seal]

My commission expires:



SCHEDULE 1

<u>Description</u>	<u>DOT Class</u>	<u>Car Marking</u>
Tank Car	111A100-W-1	GATX 23312